

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

LUCKY'S MARKET PARENT COMPANY,
LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-10166 (JTD)

(Jointly Administered)

Re: Docket Nos. 73 and 99

**NOTICE OF FILING OF SECOND AMENDED AND RESTATED EXHIBIT A TO
MOTION OF DEBTORS FOR ENTRY OF (I) AN ORDER (A) APPROVING BID
PROCEDURES IN CONNECTION WITH THE POTENTIAL SALE OF
SUBSTANTIALLY ALL OF THE DEBTORS' ASSETS, (B) SCHEDULING AN
AUCTION AND SALE HEARING, (C) APPROVING THE FORM AND MANNER OF
NOTICE THEREOF, (D) AUTHORIZING THE DEBTORS TO ENTER INTO A
STALKING HORSE AGREEMENT, (E) APPROVING PROCEDURES FOR THE
ASSUMPTION AND ASSIGNMENT OF CONTRACTS AND LEASES, AND (F)
GRANTING RELATED RELIEF; AND (II) AN ORDER (A) APPROVING THE SALE
OF SUBSTANTIALLY ALL OF THE DEBTORS' ASSETS FREE AND CLEAR OF ALL
LIENS, CLAIMS, ENCUMBRANCES, AND INTERESTS, (B) AUTHORIZING THE
ASSUMPTION AND ASSIGNMENT OF CONTRACTS AND LEASES, AND (C)
GRANTING RELATED RELIEF (LM ACQUISITION CO. LLC)**

PLEASE TAKE NOTICE that, on January 31, 2020, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed the *Motion of Debtors for Entry of (I) an Order (A) Approving Bid Procedures in Connection with the Potential Sale of Substantially All of the Debtors' Assets, (B) Scheduling an Auction and Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Authorizing the Debtors to Enter Into a Stalking Horse Agreement,*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are Lucky's Market Parent Company, LLC (2055), Lucky's Farmers Market Holding Company, LLC (5480), Lucky's Market Operating Company, LLC (7064), LFM Stores LLC (3114), Lucky's Farmers Market, LP (0828), Lucky's Farmers Market Resource Center, LLC (7711), Lucky's Market Holding Company 2, LLC (0607), Lucky's Market GP 2, LLC (9335), Lucky's Market 2, LP (8384), Lucky's Market of Longmont, LLC (9789), Lucky's Farmers Market of Billings, LLC (8088), Lucky's Farmers Markets of Columbus, LLC (3379), Lucky's Farmers Market of Rock Hill, LLC (3386), LFM Jackson, LLC (8300), Lucky's Farmers Market of Ann Arbor, LLC (4067), Lucky's Market of Gainesville, LLC (7877), Lucky's Market of Bloomington, LLC (3944), Lucky's Market of Plantation, LLC (4356), Lucky's Market of Savannah, GA, LLC (1097), Lucky's Market of Traverse, City, LLC (2033), Lucky's Market of Naples, FL, LLC (8700), and Sinoc, Inc. (0723).

(E) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (F) Granting Related Relief; and (II) an Order (A) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief (LM Acquisition Co. LLC) [Docket No. 73] (the "LM Bidding Procedures Motion")².

PLEASE TAKE FURTHER NOTICE that the Stalking Horse Agreement was attached to the LM Bidding Procedures Motion as Exhibit A.

PLEASE TAKE FURTHER NOTICE that on February 4, 2020, the Debtors filed an amended and restated Stalking Horse Agreement [Docket No. 99].

PLEASE TAKE FURTHER NOTICE attached hereto as Exhibit 1 is a second amended and restated Stalking Horse Agreement.

Dated: February 26, 2020
Wilmington, Delaware

Respectfully submitted,

POLSINELLI PC

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² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the LM Bidding Procedures Motion.